

Final Terms dated 29 March 2017

National Bank of Abu Dhabi P.J.S.C.

**Issue of U.S.\$587,000,000 3.00 per cent. Notes due 2022
under the U.S.\$7,500,000,000
Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 1 September 2016 and the supplements to it dated 3 November 2016, 5 January 2017 and 2 March 2017 (together, the "**Base Prospectus**"), which constitutes a base prospectus for the purposes of Directive 2003/71/EC as amended (which includes the amendments made by Directive 2010/73/EU), and includes any relevant implementing measure in a relevant Member State of the European Economic Area (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing via the website of the London Stock Exchange and copies may be obtained from National Bank of Abu Dhabi P.J.S.C., One NBAD Tower, Sheikh Khalifa Street, P.O. Box 4 Abu Dhabi, United Arab Emirates. The Base Prospectus and these Final Terms will also be published on the website of the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

- | | | |
|----|--|---|
| 1. | Issuer: | National Bank of Abu Dhabi P.J.S.C. |
| 2. | (i) Series Number: | 74 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | Specified Currency or Currencies: | United States Dollars (U.S.\$) |
| 4. | Aggregate Nominal Amount: | U.S.\$587,000,000 |
| | (i) Series: | U.S.\$587,000,000 |
| | (ii) Tranche: | U.S.\$587,000,000 |
| 5. | Issue Price: | 99.995 per cent. of the Aggregate Nominal Amount |
| 6. | Specified Denominations: | U.S.\$200,000 and integral multiples of U.S.\$1,000 in excess thereof |
| 7. | (i) Issue Date: | 30 March 2017 |
| | (ii) Interest Commencement Date: | Issue Date |

- | | | |
|-----|--|--|
| 8. | Maturity Date: | 30 March 2022 |
| 9. | Interest Basis: | 3.00 per cent. Fixed Rate

(see paragraph 14 below) |
| 10. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| 11. | Change of Interest Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (i) Status of the Notes: | Senior |
| | (ii) Date Board approval for issuance of Notes obtained: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|--------------------------------|---|
| 14. | Fixed Rate Note Provisions: | Applicable |
| | (i) Rate of Interest: | 3.00 per cent. per annum payable in arrear on each Interest Payment Date |
| | (ii) Interest Payment Dates: | 30 March and 30 September in each year, commencing on 30 September 2017 up to and including the Maturity Date |
| | (iii) Fixed Coupon Amount: | U.S.\$15.00 per U.S.\$1,000 in Nominal Amount |
| | (iv) Broken Amount: | Not Applicable |
| | (v) Day Count Fraction: | 30/360 |
| | (vi) Determination Dates: | Not Applicable |
| | (vii) Business Day Convention: | Following Business Day Convention |
| 15. | Floating Rate Note Provisions: | Not Applicable |
| 16. | Zero Coupon Note Provisions: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|------------------------------------|--|
| 17. | Notice periods for Condition 6(c): | Minimum period: 30 days
Maximum period: 60 days |
| 18. | Call Option: | Not Applicable |
| 19. | Put Option: | Not Applicable |

20. Final Redemption Amount of each Note: U.S.\$1,000 per Note of U.S.\$1,000 specified denomination
21. Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default or other early redemption: U.S.\$1,000 per Note of U.S.\$1,000 specified denomination

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. Form of Notes: Registered Notes:
Registered Global Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg
23. Financial Centre: London
24. Talons for future Coupons to be attached to Definitive Notes: No
25. RMB Settlement Centre(s): Not Applicable
26. RMB Currency Event: Not Applicable
27. Relevant Currency for Condition 7(i): Not Applicable
28. Relevant Spot Rate Screen Pages for Condition 7(i): (i) Relevant Spot Rate Screen Page (Deliverable Basis): Not Applicable
(ii) Relevant Spot Rate Screen Page (Non-deliverable Basis): Not Applicable
29. Party responsible for calculating the Spot Rate for Condition 7(i): Not Applicable

THIRD PARTY INFORMATION

Not Applicable

Signed on behalf of the Issuer:

By:

Duly authorised

By:


NBAD
Stephen Jordan
Group Treasurer
Duly authorised




NBAD
James Burdett
GCFO

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange plc and admitted to the official list of the UK Listing Authority with effect from 30 March 2017.
- (ii) Estimate of total expenses related to admission to trading: £3,600

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

S&P:	AA-
Moody's:	Aa3
Fitch:	AA-

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business for which they may receive fees.

4. YIELD

Indication of yield: 3.001 per cent. per annum on a semi-annual basis

5. REASONS FOR THE OFFER

The net proceeds of the issuance of the Notes will be used to finance, in whole or in part, Eligible Projects (as defined in the NBAD Green Bond Framework dated December 2016).

Eligible Projects include existing, on-going and/or future projects which fall within one or more Eligible Categories and are located worldwide, especially within the Middle East region.

Eligible Categories include:

- renewable energy;
- energy efficiency;
- pollution prevention and control;
- sustainable management of living natural resources;
- terrestrial and aquatic biodiversity conservation;
- clean transportation;
- sustainable water management;
- climate change adaptation; and
- eco-efficient products.

6. OPERATIONAL INFORMATION

ISIN Code: XS1587035996

Common Code: 158703599

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant addresses and identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) if any: Not Applicable

7. DISTRIBUTION

Method of distribution: Syndicated

If syndicated, names of Managers: Citigroup Global Markets Limited
Crédit Agricole Corporate and Investment Bank
HSBC Bank plc
Merrill Lynch International
MUFG Securities EMEA plc
National Bank of Abu Dhabi P.J.S.C.

Date of Subscription Agreement: 29 March 2017

If non-syndicated, name of relevant Dealer:

Not Applicable

U.S. Selling Restrictions:

Reg. S Compliance Category 2; TEFRA not applicable